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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER REDUCING AND ALLOWING
CLAIM NOS. 11721 AND 11743 (TI GROUP AUTOMOTICE SYSTEMS, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and TI Group Systems, Inc. ("TI Group" or "Claimant") respectfully submit this Joint Stipulation Reducing and Allowing Proof Of Claim Numbers 11721 and 11743 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§

101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 27, 2006, TI Group filed proof of claim number 11743 ("Claim 11743") against DAS LLC, asserting a claim in the amount of \$1,777,501.48 and proof of claim number 11721 ("Claim 11721" and together with Claim 11743, the "Claims") against Delphi Diesel in the amount of \$376,756.60; and

WHEREAS, on November 15, 2006, the Debtors objected to both of the Claims pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed.R.Bankr.P. 3007 to Certain (A) Claims with Insufficient Documentation, (B) Claims Unsubstantiated by Debtors' Books and Records, and (C) Claims Subject to Modification and (II) Motion to Estimate Contingent and Unliquidated Claims Pursuant to 11 U.S.C. § 502(c) ("Third Omnibus Claims Objection"); and

WHEREAS, on May 10, 2007, the Debtors objected to Claim 11743 pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims and Untimely Tax Claims, and (F) Claims Subject to Modification, Tax Claims Subject to Modification, and Claims Subject to Modification and Reclamation Agreement ("Thirteenth Omnibus Claims Objection"); and

WHEREAS, on October 29, 2007, the Debtors objected to Claim 11743 pursuant to the Debtors' Twenty-Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims, and (F) Claims Subject to Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, Claims Subject to Modification that are Subject to Prior Orders, and Modified Claims Asserting Reclamation that are Subject to Prior Orders ("Twenty-Second Omnibus Claims Objection"); and

WHEREAS, in connection with the Debtors divestiture of a brake hose business, TI Group received a cure payment of \$32,833.45 (the "Cure Payment"); and

WHEREAS, on November 10, 2007, TI Group filed a Response to the Twenty-Second Omnibus Claims Objection (the "Response"); and

WHEREAS, to resolve the Third Omnibus Claims Objection, Thirteenth Omnibus Claims Objection, and Twenty-Second Omnibus Claims Objection with respect to the Claims, the Parties entered into a Settlement Agreement dated August 13, 2008 (the "Settlement Agreement"); and

WHEREAS, DAS LLC and Delphi Diesel are authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of

Controversy And Allow Claims Without Further Court Approval (Docket No. 4414)
entered by this Court on June 29, 2006.; and

WHEREAS, pursuant to the Settlement Agreement, DAS LLC and Delphi Diesel acknowledge and agree that Claim 11721 shall be allowed against Delphi Diesel in the amount of Three Hundred Seventy-Six Thousand, Seven Hundred and Fifty-Six Dollars and Sixty Cents (\$376,756.60) and that Claim 11743 shall be reduced to reflect the Cure Payment and allowed against DAS LLC in the amount of One Million Three Hundred and Eight Thousand Eight Hundred Eight Dollars and Forty-Seven Cents (\$1,308,808.47); and

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. Claim 11721 shall be allowed against Delphi Diesel in the amount of Three Hundred Seventy-Six Thousand, Seven Hundred and Fifty-Six Dollars and Sixty Cents (\$376,756.60).
2. Claim 11743 shall be allowed against DAS LLC in the amount of One Million Three Hundred and Eight Thousand Eight Hundred Eight Dollars and Forty-Seven Cents (\$1,308,808.47).

Dated: New York, New York
August 15, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)
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Dated: Detroit, Michigan
August 15, 2008

TI GROUP AUTMOTIVE SYSTEMS, LLC
By its counsel
CLARK HILL PLC
By:

/s/ Robert D. Gordon

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SO ORDERED

This 3rd day of September, 2008
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE